

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS, ROEBUCK AND CO.,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 36-1750680	:
-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 20-1920798	:
-----X	
In re	: Chapter 11
	:
KMART HOLDING CORPORATION,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 32-0073116	:
-----X	

-----X		
In re	:	Chapter 11
	:	
KMART OPERATIONS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 32-0456546	:	
-----X		
In re	:	Chapter 11
	:	
SEARS OPERATIONS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 35-2524331	:	
-----X		
In re	:	Chapter 11
	:	
SERVICELIVE, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4616774	:	
-----X		
In re	:	Chapter 11
	:	
A&E FACTORY SERVICE, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4486695	:	
-----X		
In re	:	Chapter 11
	:	
A&E HOME DELIVERY, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1500205	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
A&E LAWN & GARDEN, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 13-4275028	:	
-----X		
In re	:	Chapter 11
	:	
A&E SIGNATURE SERVICE, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1500204	:	
-----X		
In re	:	Chapter 11
	:	
FBA HOLDINGS INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4186537	:	
-----X		
In re	:	Chapter 11
	:	
INNOVEL SOLUTIONS, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-1857180	:	
-----X		
In re	:	Chapter 11
	:	
KMART CORPORATION,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-0729500	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
MAXSERV, INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 74-2707626	:	
-----X		
In re	:	Chapter 11
	:	
PRIVATE BRANDS, LTD.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 55-0544022	:	
-----X		
In re	:	Chapter 11
	:	
SEARS DEVELOPMENT CO.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-2476028	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS	:	Case No. 18-_____ (RDD)
MANAGEMENT CORPORATION,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-3592148	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOME & BUSINESS	:	Case No. 18-_____ (RDD)
FRANCHISES, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 98-0126742	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
SEARS HOME IMPROVEMENT	:	Case No. 18-_____ (RDD)
PRODUCTS, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 25-1698591	:	
-----X		
In re	:	Chapter 11
	:	
SEARS INSURANCE	:	Case No. 18-_____ (RDD)
SERVICES, L.L.C.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4287182	:	
-----X		
In re	:	Chapter 11
	:	
SEARS PROCUREMENT	:	Case No. 18-_____ (RDD)
SERVICES, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 30-0092859	:	
-----X		
In re	:	Chapter 11
	:	
SEARS PROTECTION COMPANY,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4471250	:	
-----X		
In re	:	Chapter 11
	:	
SEARS PROTECTION	:	Case No. 18-_____ (RDD)
COMPANY (PR) INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 66-0704861	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
SEARS ROEBUCK ACCEPTANCE CORP.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 51-0080535	:	
-----X		
In re	:	Chapter 11
	:	
SEARS, ROEBUCK DE	:	Case No. 18-____ (RDD)
PUERTO RICO, INC.	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 66-0233626	:	
-----X		
In re	:	Chapter 11
	:	
SYW RELAY LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 35-2561870	:	
-----X		
In re	:	Chapter 11
	:	
WALLY LABS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
BIG BEAVER OF FLORIDA	:	Case No. 18-____ (RDD)
DEVELOPMENT, LLC,	:	
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
CALIFORNIA BUILDER APPLIANCES, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 68-0406327	:	
-----X		
In re	:	Chapter 11
	:	
FLORIDA BUILDER APPLIANCES, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-3619133	:	
-----X		
In re	:	Chapter 11
	:	
KBL HOLDING INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-0031295	:	
-----X		
In re	:	Chapter 11
	:	
KLC, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 75-2490839	:	
-----X		
In re	:	Chapter 11
	:	
KMART OF MICHIGAN, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-3551696	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
KMART OF WASHINGTON LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448898	:	
-----X		
In re	:	Chapter 11
	:	
KMART STORES OF ILLINOIS LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448897	:	
-----X		
In re	:	Chapter 11
	:	
KMART STORES OF TEXAS LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448915	:	
-----X		
In re	:	Chapter 11
	:	
MYGOFER LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-4005531	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BRANDS BUSINESS	:	Case No. 18-_____ (RDD)
UNIT CORPORATION,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 42-1564658	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS PUBLISHING	:	Case No. 18-_____ (RDD)
COMPANY, LLC,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-0075554	:	
-----X		
In re	:	Chapter 11
	:	
SEARS PROTECTION COMPANY	:	Case No. 18-_____ (RDD)
(FLORIDA), L.L.C.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-0224239	:	
-----X		
In re	:	Chapter 11
	:	
SHC DESERT SPRINGS, LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
SOE, INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-0399616	:	
-----X		
In re	:	Chapter 11
	:	
STARWEST, LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1495379	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
STI MERCHANDISING, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-2760188	:	
-----X		
In re	:	Chapter 11
	:	
TROY COOLIDGE NO. 13, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
BLUELIGHT.COM, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 77-0527034	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BRANDS, L.L.C.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 42-1564664	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BUYING SERVICES, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-3256533	:	
-----X		

-----X	
In re	: Chapter 11
	:
KMART.COM LLC,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 77-0529022	:
-----X	
In re	: Chapter 11
	:
SEARS BRANDS	: Case No. 18-_____ (RDD)
MANAGEMENT CORPORATION,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 36-2555365	:
-----X	

DEBTORS' CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, Sears Holdings Corporation ("**Sears Holdings**") and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**" and, together with their non-debtor affiliates, the "**Company**") respectfully represent:

1. Sears Holdings is a publicly traded corporation. The only corporations, as defined in section 101 of title 11 of the United States Code, that own greater than 10% of Sears Holdings' equity interests are affiliates of Edward S. Lampert, including ESL Investments, Inc. ("**ESL**"), which on an aggregate basis own approximately 49% of Sears Holdings' equity interests. ESL is not a Debtor in these chapter 11 cases.

2. Sears Holdings owns 100% of the membership or equity interests (whichever is applicable) in the following Debtors: Kmart Holding Corporation ("**Kmart**

Holding”), Kmart Operations LLC, Sears Operations LLC, ServiceLive, Inc., and Sears, Roebuck and Co. (“**Roebuck**”).

3. Kmart Holding owns 100% of the equity interests in Kmart Corporation (“**Kmart Corp.**”), and 20% of the equity interests in Sears Holdings Management Corporation (“**SHMC**”). Roebuck owns the remaining 80% of the equity interests in SHMC.

4. Kmart Corp. owns 100% of the membership or equity interests (whichever is applicable) in the following Debtors: Kmart of Michigan, Inc., Big Beaver of Florida Development, LLC, KLC, Inc., Kmart of Washington LLC, Kmart Stores of Illinois LLC, Kmart Stores of Texas LLC, SHC Desert Springs LLC, Troy Coolidge No. 13 LLC, STI Merchandising, Inc., and MyGofer LLC. Kmart Corp. also owns 100% of the equity interests in Debtor KBL Holding Inc., which owns 100% of the equity interests in BlueLight.com, Inc., also a Debtor in these chapter 11 cases. BlueLight.com, Inc. owns 100% of the membership interests in Debtor Kmart.com LLC.

5. SHMC owns 100% of the equity interests in Debtor Sears Brands Business Unit Corporation (“**SBBU**”). SBBU owns 100% of the equity interests in Debtor Sears Buying Services, Inc., which owns 100% of the equity interests in Sears Brands Management Corporation. SBBU also owns 100% of the membership interests in Sears Brands, L.L.C., which owns 100% of the membership interests in non-Debtor KCD IP, LLC.

6. Roebuck owns 100% of the membership or equity interests (whichever is applicable) in the following Debtors: A&E Factory Service, LLC, A&E Signature Service, LLC, A&E Lawn & Garden, LLC, Innovel Solutions, Inc., MaxServ, Inc., A&E Home Delivery, LLC, Sears Home Improvement Products, Inc., Sears Development Co., Private Brands, Ltd., Sears Roebuck Acceptance Corp., Sears, Roebuck de Puerto Rico, Inc., Sears Home & Business

Franchises, Inc., Sears Home & Business Franchises, Inc., Sears Insurance Services, L.L.C., Sears Protection Company, SYW Relay LLC, Wally Labs LLC, and Sears Protection Company. Sears Protection Company owns 100% of the membership interests in Sears Protection Company (Florida), L.L.C.

7. Roebuck also owns 100% of the equity interests in Debtor FBA Holdings Inc., which owns 100% of the membership or equity interests (whichever is applicable) in the following Debtors: California Builder Appliances, Inc., Florida Builder Appliances, Inc., SOE, Inc., and StarWest, LLC.

8. Sears Procurement Services, Inc. owns a 100% membership interest in Debtor Sears Holdings Publishing Company, LLC.

Fill in this information to identify the case:

Debtor name: Sears Holdings Corporation, et al.
United States Bankruptcy Court for the: Southern District of New York
Case number (If known): _____
(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 15, 2018
MM / DD / YYYY

X

/s/ Robert A. Riecker
Signature of individual signing on behalf of debtor

Robert A. Riecker
Printed name

Chief Financial Officer
Position or relationship to debtor